CALFEE WILLIAM R

Form 4/A

February 13, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

Estimated average

0.5

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CALFEE WILLIAM R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CLEVELAND CLIFFS INC [CLF]

(Check all applicable)

10% Owner

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director

1100 SUPERIOR AVENUE, 15TH

FLOOR

X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

below) Exec. V.P. Comm. N.Amer. Iron

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

03/15/2004

03/08/2004

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

CLEVELAND, OH 44114

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(9-02)

Following Reported Transaction(s)

(Instr. 3 and 4)

(A)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

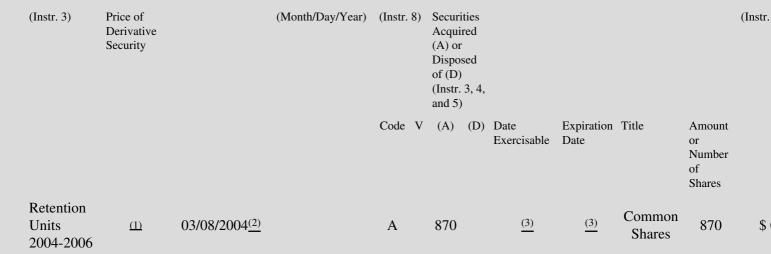
7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

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Deriva

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CALFEE WILLIAM R 1100 SUPERIOR AVENUE 15TH FLOOR CLEVELAND, OH 44114

Exec. V.P. Comm. N.Amer. Iron

Signatures

William R. 02/13/2007

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Convertible into Common Shares on a 1-for-1 basis.
- (2) This amended form 4 is being filed to correct the date of the grant of Retention Units to the Reporting Person from March 11, 2004 to March 8, 2004.
- Retention Units granted to Reporting Person under the Cleveland-Cliffs Inc Long-Term Incentive Program covering the period of January (3) 1, 2004 to December 31, 2006 (Retention Period). Retention units will be paid out to the Reporting Person in cash based on the market value price of the Common Shares of the Issuer on the last day of the Retention Period.
- Since the date of grant, the common stock of the Company split in two separate 2-for-1 stock splits on December 31, 2004 and June 30, (4) 2006, resulting in the reporting person receiving an additional 2,610 Retention Units. The current aggregate amount of Retention Units for this grant is 3,480.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2